

**Maine Revised Statutes**  
**Title 31: PARTNERSHIPS AND ASSOCIATIONS**  
**Chapter 21: LIMITED LIABILITY COMPANIES**

**§1649. RESTRICTIONS ON APPROVAL OF MERGERS AND CONVERSIONS**

**1. Written consent.** If a member of a converting or constituent limited liability company will have personal liability with respect to a converted or surviving organization, approval and amendment of a plan of conversion or plan of merger are ineffective without that member's written consent to that plan.

[ 2009, c. 629, Pt. A, §2 (NEW); 2009, c. 629, Pt. A, §3 (AFF) .]

**2. Consent to agreement.** A member does not give the consent required by subsection 1 merely by consenting to a provision of the limited liability company agreement that permits the limited liability company agreement to be amended with the consent of fewer than all the members.

[ 2009, c. 629, Pt. A, §2 (NEW); 2009, c. 629, Pt. A, §3 (AFF) .]

**SECTION HISTORY**

2009, c. 629, Pt. A, §2 (NEW). 2009, c. 629, Pt. A, §3 (AFF).

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